Taylor, Morell & Gitomer

June 10, 1993

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RECORDATION NO. 8989-A FILED 1425

JUN 10 1993 1.25AM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and five certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, a secondary document, dated as of May 26, 1993. The primary documents to which this document is connected are recorded under Recordation Nos. 8988, 8989, and 14704. We request that this document be recorded under Recordation Nos. 8988-B, 8989-A, and 14704-B.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller:

Ford Motor Credit Company
P.O. Box 1729
Dearborn, MI 48121

Purchaser:

GATX Capital Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

A description of the equipment covered by the document consists of: (1) 95 100-ton 4,650 cubic foot covered hopper cars numbered FLIX 500-509, 511-515, 517, 519-543, 545-565, and 567-599, all inclusive; and (2) 13 13,000 gallon super phosphoric acid tank cars numbered FLIX 2503-2504, 2507-2510, 2513, and 2515-2520, all inclusive. The following cars are casualties FLIX 510, 516, 518, 544, 566, 2505, 2506, 2511, 2512, and 2514.

A fee of $48.00 is enclosed. Please return the original and two certified copies to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: a Bill of Sale, dated May 26, 1993, between Ford Motor Credit Company, P.O. Box 1729, Dearborn, MI 48121, and GATX Capital Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering: (1) 95 100-ton 4650 cubic foot covered hopper cars numbered FLIX 500-509, 511-515, 517, 519-543, 545-565, and 567-599, all inclusive; and (2) 13 13,000 gallon Super Phosphoric Acid Tank Cars numbered FLIX 2503-2504, 2507-2510, 2513, and 2515-2520, all inclusive.

Very Truly Yours,

Louis E. Gitomer
Counsel for
GATX Capital Corporation

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JUN 10 1993 1:25 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE
[Beneficial Interest]

KNOW ALL MEN BY THESE PRESENTS that: Ford Motor Credit Company ("Seller"), in consideration of Ten Dollars and other good and valuable considerations, receipt of which is hereby acknowledged, does hereby transfer and assign to GATX Capital Corporation, a Delaware corporation ("Purchaser"), its successors and assigns, all of Seller's right, title and interest in and to the Trust Estate (as such term, and all other capitalized terms used herein, is defined in that certain Purchase Agreement, dated as of May 14, 1993, between Seller, Purchaser and United States Leasing International, Inc.) under: (i) that certain Trust Agreement, dated as of September 1, 1977, between Ford Motor Credit Company, as successor by merger to American Road Equity Corporation, as Trustor, and The First National Bank of Chicago, as Trustee ("Trust Estate No. 6"). The foregoing transfers and assignments shall include Prior Claims relating to Casualty Occurrences but shall exclude all other Prior Claims.

TO HAVE AND TO HOLD such beneficial interest in said Trust Estate unto Purchaser, its successors and assigns, for its and their own use forever.

SELLER hereby warrants that it has good and marketable title to a 100% beneficial ownership interest in Trust Estate No. 6; free and clear of all Liens. The Operative Documents constitute the only restrictions on transfer affecting the Trust Estate.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed on the date set forth below.

Dated: May 26, 1993

Ford Motor Credit Company
By United States Leasing
International, Inc.,
Authorized Agent

By: Bruce E. Blosat
Name: Bruce E. Blosat
Its: Vice President-Asset Remarketing

U.S. LEASING INTERNATIONAL, INC.:

State of California)
)
City and County of San Francisco)

On May 25, 1993 before me, Les S. Leventhal, personally appeared Bruce E. Blosat, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Les S. Leventhal (Seal)

LES S. LEVENTHAL
COMM. # 974119
Notary Public — California
SAN FRANCISCO COUNTY
My Comm. Expires SEP 24, 1996

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated as of May 26, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Louis E. Gitomer
June 10, 1993